

**UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND**

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MALCOLM ROSENWALD,
:
:
Plaintiff, :
:
v. :
:
LAURA S. UNGER, BENJAMIN R. :
CIVILETTI, WILLIAM H. JEWS, JAMES :
H. BERICK, MARY H. BOIES, BRUCE L. :
HAMMONDS, RANDOLPH C. LERNER, :
STUART L. MARKOWITZ, WILLIAM H. :
MILSTEAD and THOMAS G. :
MURDOUGH, JR., :
:
Defendants, :
:
MBNA CORPORATION, :
:
Nominal Defendant. :
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Civil Action No. 05 CV 02296 CCB

**DEFENDANTS' MOTION TO TRANSFER THIS ACTION TO THE DISTRICT
OF DELAWARE OR, IN THE ALTERNATIVE, TO STAY THIS ACTION**

Nominal defendant MBNA Corporation ("MBNA") and defendants Laura S. Unger, Benjamin R. Civiletti, William L. Jews, James H. Berick, Mary M. Boies, Bruce L. Hammonds, Randolph D. Lerner, Stuart L. Markowitz, William B. Milstead and Thomas G. Murdough, Jr., (collectively, the "Individual Defendants") respectfully request that this derivative action be transferred pursuant to 28 U.S.C. § 1404(a) to the United States District Court for the District of Delaware where ten closely related actions—including two nearly-identical derivative actions—are already pending. In the alternative, MBNA and the Individual Defendants respectfully request that this case be stayed pending resolution of the two nearly identical shareholder derivative actions

pending in the District of Delaware. The reasons for this motion are set forth in Defendants' Memorandum in Support of Their Motion to Transfer This Action to the District of Delaware or, in the Alternative, to Stay this Action and the accompanying declaration of Troy Priest and affidavit of Dezzie R. Cole.

Dated: August 26, 2005

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